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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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AMENDED AND RESTATED JOINT STIPULATION AND AGREED ORDER RESOLVING
ROBERT BOSCH GmbH'S MOTION TO AMEND PROOF OF CLAIM

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Robert Bosch GmbH ("Bosch GmbH") and Robert Bosch LLC ("Bosch US") respectfully submit this Amended And Restated Joint Stipulation And Agreed Order Resolving Robert Bosch GmbH's Motion To Amend Proof Of Claim (the "Amended And Restated Joint Stipulation And Agreed Order") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 31, 2006, Bosch GmbH filed proof of claim number 13623 against DAS LLC, which asserted an unsecured non-priority claim in excess of \$15 million ("Proof of Claim Number 13623") stemming from the alleged infringement of certain patents.

WHEREAS, on July 31, 2006, Bosch US filed proof of claim number 13620 against DAS LLC, which asserted an unsecured non-priority claim for trade debt ("Proof of Claim Number 13620").

WHEREAS, on August 16, 2006, Bosch GmbH filed proof of claim number 16220 ("Proof of Claim Number 16220") against DAS LLC, which amended Proof of Claim Number 13623 and asserts an unsecured non-priority claim in excess of \$15 million (the "Claim") also stemming from the alleged infringement of certain patents.

WHEREAS, on October 31, 2006, the Debtors objected to Proof of Claim Number Claim 13623 pursuant to the Debtors' Second Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (I) Equity Claims, (II) Claims

Duplicative Of Consolidated Trustee Or Agent Claims, And (III) Duplicated And Amended Claims (Docket No. 5451) and to Proof of Claim Number 16220 pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452).

WHEREAS, on December 7, 2006, the Court entered an Order Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, and 9014 Establishing (I) Dates for Hearings Regarding Objections to Claims and (II) Certain Notices and Procedures Governing Objections to Claims (the "Claim Objection Procedures Order") (Docket No. 6088), which specifically stated that the procedures approved by that order did not apply to Bosch GmbH.

WHEREAS, on December 27, 2006, Bosch US filed proof of claim number 16467 ("Proof of Claim Number 16467") against DAS LLC, which amended Proof of Claim Number 13620 and asserted an unsecured non-priority claim in excess of \$15 million (the "Claim") stemming from the alleged infringement of certain patents.

WHEREAS, on January 17, 2007, the Court entered a Stipulation And Agreed Order Resolving Debtors' Second Omnibus Objection To Claims As To Robert Bosch GmbH (Docket No. 6637), which among other things disallowed and expunged Proof Of Claim Number 13623.

WHEREAS, on June 27, 2007, Bosch GmbH filed its Motion To Amend Proof Of Claim (Docket No. 8412) (the "Motion To Amend"), and the hearing on the Motion To Amend

was set for July 20, 2007 at 10:00 a.m. (prevailing Eastern time).

WHEREAS, on July 13, 2007, the Debtors filed their Objection To Bosch GmbH's Motion To Amend Proof Of Claim, and supporting Declaration Of William Cosnowski, Jr. (Docket Nos. 8618 & 8619).

WHEREAS, on July 20, 2007, the Court entered the Joint Stipulation And Agreed Order Adjourning Hearing, Administratively Consolidating Claims, Disallowing And Expunging Proof Of Claim Number 16467 For Administrative Purposes, And Capping Proof Of Claim 16220 (Bosch GMBH & Bosch US) (Docket No. 8710), which (1) adjourned the hearing on the Motion To Amend, (2) administratively consolidated the claims of Bosch GmbH and Bosch US, and (3) set a maximum liability in the amount of \$15 million for Proof of Claim Number 16220.

WHEREAS, to resolve the Motion To Amend, the Debtors, Bosch GmbH and Bosch US acknowledge and agree that (i) patent number US 6,272,411 shall not be included in or form any basis for the Claim, and (ii) the Debtors will not object to the Claim on grounds relating to the proper ownership between Bosch US and Bosch GmbH as to the remaining patents specified in the Claim.

WHEREAS, on December 12, 2007, the Court entered the Joint Stipulation And Agreed Order Resolving Robert Bosch GMBH Motion To Amend Proof Of Claim (Docket No. 11412) (the "Initial Stipulation").

WHEREAS, the Debtors, Bosch GmbH and Bosch US acknowledge and agree that the Initial Stipulation should be amended and restated in its entirety by this Amended And Restated Joint Stipulation And Agreed Order.

THEREFORE, the Debtors and Bosch stipulate and agree as follows:

1. The Initial Stipulation is amended and restated in its entirety as provided

herein.

2. The Motion to Amend is resolved in accordance with this Amended And Restated Joint Stipulation And Agreed Order.

3. Patent number US 6,272,411 shall not be included in or form any basis for the Claim.

4. The Debtors will not object to the Claim on grounds relating to the proper ownership between Bosch US and Bosch GmbH as to the remaining patents specified in the Claim. For purposes of clarity and avoidance of doubt, the Claim shall be deemed to have been timely asserted by the proper party-in-interest, whether that be Bosch GmbH or Bosch US.

5. Nothing contained herein shall constitute, nor shall it be deemed to constitute, the allowance of any claim asserted against any of the Debtors.

6. Bosch GmbH and Bosch US do not waive any of their rights to object to the jurisdiction or venue of this Court, nor do they consent to the same. The Debtors reserve their rights to contest any objection to the jurisdiction or venue of this Court.

7. Nothing contained herein shall affect Bosch GmbH and/or Bosch US's rights to seek damages for post-petition or post-confirmation infringement of Patent number US 6,272,411 or any other patent.

So Ordered in New York, New York, this 14th day of December, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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